



**Board Meeting
December 20, 2022
Via Videoconference and In Person**

Directors: Neal Brown Rodney Todd, MD
 Bart Bruns, MD Brenda Tibbetts
 Chuck Chappell Layne Jorgensen, DO
 Jason Gray, MD Chris Spence, MD
 Jerry O’Sullivan Kelly Morgan
 Tim Freeman Tim Powell, MD
 Gary Allen Greg Brigham, PhD
 KC Bolton Michael Krnacik, MD
 Aden Bliss Sharon Stanphill, DrPH

Not Preset: Aric Groshong, MD

Staff: Brent Eichman Doug Carr, MD
 Nancy Rickenbach Keith Lowther
 Michael von Arx
 Lindsey Baker

Guests: Bevin Ankrom, OHA Innovator Agent

Public: None present

Call to Order

The meeting was called to order by Bart Bruns, UHA Board Chair, at 6:30 am.

I. CEO Report

Brent Eichman provided an update on the current CCO landscape as well as changes at OHA.

In the first quarter of 2023, UHA will have 45 reports and / or contract deliverables due, with an average resubmission rate of 1 time each, UHA will submit a contract deliverable on the average of every 6 business hours.

Brent gave an update on the 2022 Quality Metrics; as of today, UHA is projected to meet 10 metrics, with 2 more close to being met. Best case scenario at this time is 12 met out of 14.



Brent shared the 2023 (and beyond) overarching Strategic Framework for UHA of Advancing Health Equity, in the domains of Health Disparities, Early Childhood, Behavioral Health and Racial Justice.

Dr. Doug Carr has been appointed to the state Pharmacy & Therapeutics Committee.

II. Subcommittee Reports

CAC

Jerry O’Sullivan provided the CAC Update. The CAC is in the middle of the CHIP Grant process, grant applications were due December 15. The CAC will meet in January to make funding decisions.

Umpqua Identity Conference was held last month, with an opportunity for the community to learn about UHA and the CAC. The turnout was good. Several CHIP recipients provided story boards to share their projects and organizations.

CAC membership about the same, with several openings. Working on recruitment to maintain 50% OHP consumer representation.

In 2023, the CAC will begin reviewing Community Health Assessment.

Executive

Chuck Chappell gave the report. The committee met two times in the 4th quarter. They discussed the 2022 service utilization, UHA pharmacy collaborative pilot program, September and October Financial Reports and Financial KPIs, the 2022 Global Risk Pool – recommending to UHA Board capping at \$25M annually and reviewed the second draft of the 2023 Operating and Capital Budget – recommending to UHA Board for approval.

Compliance

Dr. Bart Bruns gave the report. Met once in the quarter. Reviewed standard investigation reports; 10 total investigations. The committee approved the modified CO2 Conflict of Interest Policy to allow for other means to verify FMV with the use of 3rd party and/or multiple quotes. UHA issued another corrective action plan for MTM due to recurring issues with non-emergent medical transportation (NEMT).



Delivery System Advisory

Dr. Doug Carr gave the report. Reviewed the standard reports (member attribution by clinic and 7-day follow up after hospitalization), as well as OHA Quality Incentive Pool metrics performance year-to-date. The council also received a presentation on the Behavioral Health Directed Payments.

Nominating & Governance

Aden Bliss gave the report. The committee met two times in the 4th quarter. They discussed employee performance and compensation benchmarking. They continued discussions around a Compensation Policy. They reviewed the 2021 UHA Audited Financials and are recommending to the UHA Board that Moss Adams conduct the audit for 2022. They reviewed the slate of CCO board candidates for 2023 and are recommending a slate to UHA Board (the full slate was include in the packet; recommending no changes to current members). The committee also discussed Principal Officers compensation and are recommending an increase in CEO salary. Full memo included in the packet.

The motion was made by Tim Freeman and, seconded by Dr. Jason Gray, to remove the CEO Compensation from the Consent Agenda, and make it a separate item for vote. A formal vote was not taken because the meeting was closed to the public, but there was consensus to separate this vote from the Consent Agenda.

III. Finance Report

Keith Lowther gave the November 2022 finance report. MTD UHA EBITDA is favorable to budget; YTD EBITDA is also favorable to budget. Member months are higher than budget. Total Facility and Professional costs are under budget for the month and the YTD. Continue to accrue SHARE. Confirm MLR of 86%.

IV. 2023 UHA Operating and Capital Budget

Keith presented the 2023 UHA budget. Assumptions include member months slightly lower than 2022, rate increase between 3 and 4%, behavioral health directed payments, one year rate increase to DRG hospitals of 5%, 3% quality pool income estimate. The 2023 budget was created to maintain an 86% MLR, 11.1% Administrative funding level, and a 2%-3% EBITDA. The risk pool is budgeted for \$6.6 million and would be the first adjustment to maintain the MLR and EBITDA targets.



V. Fraud, Waste and Abuse Training

Mike von Arx discussed the Fraud, Waste and Abuse program, UHA’s Compliance program structure and reporting structure. He discussed the FWA laws, Office of Inspector General, Medicaid Fraud in Oregon with reporting tools/contact information.

VI. Culturally and Linguistically Appropriate Services (CLAS) Training

Juliana Landry provided the CLAS Training and provided an overview of the 15 standards, why it’s important for UHA’s mission, improving healthcare, and accessibility.

VII. Public Registration

The meeting was opened to the public; no public members were present.

I. Public Comment

No public members were present.

II. Board Votes

Consent Agenda

The motion was made by Tim Freeman, and seconded by Aden Bliss, to approve Consent Agenda. The motion passed unanimously.

The motion was made by Tim Freeman, seconded by Dr. Mike Krnacik, to approve the increase in CEO Compensation by 10%, retain 35% incentive plan opportunity, and create Long-Term Incentive Plan. The motion passed 16 – YES, 3 – NO.

The motion was made by Dr. Mike Krnacik, seconded by Dr. Greg Brigham, to approve the 2023 UHA Operating and Capital Budget. The motion passed unanimously.

The motion was made by Neal Brown, seconded by Chuck Chappell, to approve the November 2022 Finance Report. The motion passed unanimously.

III. Good of the Order

IV. Closing

The meeting was adjourned by Dr. Bart Bruns, UHA Board Chair, at 8:08 am.



Respectfully Submitted by:

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Bart Bruns

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Bart Bruns, MD; Chair
Approved: 3/21/2023